

Articles of Incorporation of the Florida Labor-Management Conference, Inc.  
A Florida Not-For-Profit Corporation

Incorporated May 15, 1996

Article I ~ Name

The name of the corporation is The Florida Labor-Management Conference, Inc.

Article II ~ Address of Corporation

The initial street address of the principal office of the corporation shall be 171 Taylor Avenue, Cape Canaveral, Florida 32920, and the mailing address shall be The Florida Labor-Management Conference, P. O. Box 21024, Kennedy Space Center, FL 32815-0024.

Article III ~ Authority

The Corporation is organized pursuant to the provisions of the Florida Not-For-Profit Corporation Act.

Article IV ~ Purposes

The Corporation is organized exclusively for religious, charitable, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including the making of distributions to the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

Article V ~ Duration

The corporation shall have perpetual existence.

Article VI ~ Directors

1. Number, The Board of Directors shall consist of not fewer than five (5) members, and of not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.  
The initial Directors shall be:

Roger Kendrick  
171 Taylor Avenue  
Cape Canaveral, FL 32920

John R. Lee  
3452 Lake Lynda Drive, Suite 160  
Orlando, FL 32817-1472

Marilyn Lenard  
135 South Monroe Street  
Tallahassee, FL 32301

Michael W. Tindall  
7315 North Atlantic Avenue  
Cape Canaveral, FL 32910

H. W. Ward  
Walt Disney World  
P. O. Box 10000  
Lake Buena Vista, FL 32830-1000

2. Powers, The Board of Directors shall govern the corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but are not limited to, the power to adopt and amend the By Laws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.
3. Term, The term of each member of the Board of Directors shall be established in the By Laws.
4. Election, Directors shall be elected by the remaining Directors by a majority vote upon the expiration of a Director's term or vacancy for any reason (including positions created by an increase in the number of Directors). If the Board of Directors is unable to select a successor Director(s), such successor(s) shall be appointed court of the country in which the principal Florida office (or if none the Florida registered office) of the corporation is then located.

#### Article VII ~ Restrictions

1. No Private Incurement, No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons; except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article III hereof. The corporation shall not have capital stock or shareholders.
2. No Substantial Lobbying, No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation.
3. No Political Campaigning, The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

#### Article VIII ~ Initial Registered Office and Agent

The street address and mailing address of the initial registered office of this corporation is 105 South Narcissus Avenue, Suite 510, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation is M. Jill Hanson, Esquire.

#### Article IX ~ No Members

The corporation shall have no members.

#### Article X ~ Power

1. General, The corporation shall have the rights and powers customary and proper for tax exempt non-profit corporations, including the powers specifically enumerated in Section 617.032, Florida Statutes.
2. Restrictions, Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Section 170(b)(1)(A) and 170(c)(2) of the Internal Code (or the corresponding provisions of any future United States internal revenue law).
3. Charitable Trusteeship Etc., The Corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

#### Article XI ~ Dissolution

1. Dissolution, The Board of Directors may cease corporate activities and dissolve and liquidate the corporation by a two-thirds vote.
2. Liquidation, Upon dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation exclusively for the purposes stated in Article III hereof in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), as the Board of Directors shall determine.
3. Contingent Provision, If any such assets are not so disposed of, the appropriate court of the country in which the principal Florida office (or if none the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3) as said court shall determine.

#### Article XII ~ Contingent Restrictions

1. Contingent Restrictions, In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and only during the period which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article XII shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941 of the Internal Revenue Code; (2) distribute its income for each taxable year for the purposes specified in

Article III herein at such time as such manner and in such amounts as are deemed necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

2. Definition, Each reference in this Article XII to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

#### Article XIII ~ Miscellaneous

1. Contingent Restrictions, These Articles may be amended by a two-thirds majority vote of the directors then in office.
2. Date, These Articles of Incorporation were authorized and adopted by the Board of Directors as of the 9<sup>th</sup> day of May, 1996.
3. Director Vote, A two-thirds majority vote of the Board of Directors then in office is required to amend these Articles of Incorporation. The corporation does not have members under its Article of Incorporation.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed these Articles of Incorporation pursuant to Section 617.0202 of the Florida Not for Profit Corporation Law on the 15<sup>th</sup> day of May, 1996.

Florida Labor-Management Conference, Inc.

Michael W. Tindell, President  
P. O. Box 21024  
Kennedy Space Center, FL 32815

F. R. Kendrick, Secretary  
P. O. Box 21024  
Kennedy Space Center, FL 32815

DATED this the 15<sup>th</sup> day of May, 1996.

ATTEST: Michael W. Tindell (President), F. R. Kendrick (Secretary)